

EXHIBIT A



Membership Guide

Grand Rapids Yacht Club

March 2024



Welcome!

The Grand Rapids Yacht Club (GRYC) is a private sailing Club, for the promotion of one-design sailboat racing, and the good fellowship of social enterprise that accompanies sailing.

Enjoyment of our Club on the shore of Reeds Lake is precious, and while we have few Rules, they are designed to preserve the Club's unique spirit and ensure its longevity. Please cooperate and take care of the property so that all Members and their Guests may benefit from continued enjoyment of the facilities long into the future.

The following pages contain the Club Rules, as approved by the Board of Directors on December 7, 2020, and Club Bylaws as approved by vote of Membership on November 12, 2023.

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Club Bylaws

Bylaws

ARTICLE I. Purpose

The Grand Rapids Yacht Club is a nonprofit corporation organized in 1936 under the laws of the State of Michigan for the purpose of engaging in yachting sports and other activities incident thereto. Its ongoing activities shall include (i) one design sailboat racing, (ii) the training of young people in sailboat racing; and (iii) the social interaction of its membership.

ARTICLE II. Board of Directors

SECTION 1. Management. The business and affairs of the club shall be managed by its Board of Directors, except as reserved to the shareholders by Article IV of these by-laws.

SECTION 2. Number of Directors. The Board of Directors shall consist of no fewer than five persons who shall be shareholders of the club.

SECTION 3. Election of the Directors. At each annual meeting, the shareholders shall elect directors to serve for the following year.

SECTION 4. Tenure. Each director shall hold office for one year and thereafter until his or her successor is elected. No director may serve more than six years consecutively without a one-year break in service. A director may resign by written notice to the board effective upon its receipt or at such subsequent time as may be set forth in the notice.

SECTION 5. Removal. A director may be removed at any time by a 3/4 vote of the full board or by a vote of the membership at a meeting called for that purpose.

SECTION 6. Vacancies. A vacancy occurring on the board or in any office may be filled for the balance of the year by the board.

SECTION 7. Notice of Meetings. Meetings of the board may be held at any time upon prior notice to all board members.

SECTION 8. Quorum. A majority of the members of the board then in office shall constitute a quorum for the transaction of club business.

SECTION 9. Action. The vote of the majority of directors present at a meeting at which a quorum is present shall constitute the action of the board unless these by-laws require a greater vote.

ARTICLE III. Shareholders and Members

SECTION 1. Stock Basis. The club is organized upon a stock basis. Only shareholders may vote on matters of club business. A shareholder is a voting member who owns shares in the Grand Rapids Yacht Club.

SECTION 2. Classification of Members. Each member of the club shall be classified in one of the seven categories which shall be mutually exclusive:

(a) Voting Members are shareholders with dues paid in full, who are entitled to all of the benefits of club membership. They are entitled to serve as officers of the club, make use of the club grounds and facilities and participate in social functions. A voting member must own and actively race a sailboat from a recognized fleet to maintain their membership. Exceptions to this may be made by a 2/3rds majority vote of the Board.

(b) Intermediate Members must be less than 30 years of age on Memorial Day. They own no shares in the club. They pay one half voting member dues and other fees that may be determined by the Board of Directors and are entitled to maintain sailboats of an approved class at the club. Intermediate members may make use of club grounds and facilities and participate in social functions.

(c) Junior Members are approved for membership on a year-to-year basis. They have no guest privileges and must be between 9 and 17 years of age on Memorial Day. Privileges of junior membership shall be established by the Board of Directors.

Bylaws (cont.)

(d) Social Members may not be shareholders. They pay such dues as may be established by the Board of Directors and are authorized to use the club grounds and attend social functions at the club. Social members may not keep or use a boat at the club. Social members may crew for others. The total number of social memberships shall not exceed 60% of the maximum number of shareholders. Exceptions may be made by the Board in cases of divorce and in the instance of a voting member in good standing wishing to move to social membership.

(e) Honorary Members have the privileges of social members but are not required to pay dues. Honorary membership is granted at the discretion of the board for any number of years.

(f) Inactive Members have no privileges and are required to pay an annual inactive fee. They may retain their shares for no more than four years from the date of board approved inactive status and shall have no right to vote. A Voting Member wishing to become inactive must advise the Treasurer in writing before the due date of annual dues. An Inactive Member wishing to become active must notify the Treasurer and pay all special assessments that were levied during the inactive period.

(g) Senior Members are voting members who are entitled to all the benefits of club membership but must have at least one member of the household (if applicable) greater than 70 years of age on Memorial Day. They pay one half voting member dues and other fees that may be determined by the Board of Directors. They are entitled to serve as officers of the club, maintain sailboats of an approved class at the club, make use of the club grounds and facilities and participate in social functions.

SECTION 3. Families. Subject to club rules, families of shareholders, social members and intermediate members shall have the same privileges as the member with whom they reside. Families shall include the spouse and all related persons under 26 years of age living in the member's household.

SECTION 4. Applications for Membership in the club shall be submitted to the Board of Directors. Applications shall be approved, rejected or tabled for a time certain. Applications not acted upon within 60 days of submission shall be considered rejected, unless moved to the social membership waiting list. Applications by sons and daughters of shareholders shall have priority.

SECTION 5. Resignations and Removal. Resignations shall be by notice in writing given to the board of directors and shall be effective on the date of delivery or on such later date as may be stated in the notice. Any person accepted into membership on the condition that he or she purchase a sailing boat of an approved class at the club or on any other condition, may be removed from membership by the board of directors upon the failure of the person to meet the conditions stated.

A voting member may be removed from membership by a 3/4 vote of the full board for conduct deemed to be prejudicial to the best interests of the club. Other members may be removed by the action of the board at any meeting. Any member resigning or removed from membership by the Board will remove their personal property from the club grounds by the effective date of their membership termination. Any personal property of a former member which remains on the club premises after the effective date of their removal or resignation, or property found on the club premises whose ownership cannot be reasonably determined within 30 days, shall be deemed to be abandoned property and may be removed, sold or discarded as directed by the board of directors.

ARTICLE IV. Shareholder Power & Meeting

SECTION 1. Shareholder Powers. Powers relating to the purchase, sale, lease, or mortgage of club real estate, the merger or dissolution of the club, determining the value of shares in the club, establishing the amount of club dues and special assessments, if any, and the incurrence of aggregate debt in excess of ten percent of the annual dues shall be reserved to the shareholders.

Bylaws (cont.)

SECTION 2. Annual Meetings. An annual meeting of the shareholders for the election of officers and directors and for such other business as may come before the meeting shall be held each year on the second Sunday of November at 2 o'clock p.m. If the annual meeting is not to be so held, the board shall call a meeting to be held as soon before or after such date as is convenient.

SECTION 3. Special Meetings. A special meeting of the shareholders may be called by the board of directors or by twenty percent of the Voting Members.

SECTION 4. Notice of Meetings. Written notice of the time, place and purpose of a meeting of the shareholders, including a slate of officers or directors to be voted upon, the text of any proposed by-law changes, minutes of the previous year's annual meeting, and an overview of the budget shall be given not less than ten nor more than sixty days before the meeting to shareholders of record on the date that the notice is mailed. No new business requiring shareholder approval not mentioned in the notice may come before the meeting.

SECTION 5. Quorum. Forty percent of the members entitled to vote at a meeting, in person or by proxy, shall constitute a quorum.

SECTION 6. Place of Meetings. Meetings of shareholders shall be held at the clubhouse at 740 Lakeside Drive S.E., East Grand Rapids, Michigan, unless otherwise noticed to shareholders in the notice of meeting given.

SECTION 7. Voting of Shares. Each shareholder shall have one vote. All voting shall be by a show of hands unless one or more shareholders request a secret ballot. Cumulative voting shall not be permitted.

SECTION 8. Action. The vote of the majority of shareholders present at the meeting, in person or by proxy, at which a quorum is present shall constitute the action of the shareholders.

SECTION 9. Proxies. A shareholder entitled to vote may authorize another person to act for him or her by proxy. A proxy shall be signed and dated by the shareholder and shall not be valid for more than the meeting for which it is given. A proxy may be revoked by the shareholder at any time.

ARTICLE V. Dues, Fees and Charges

SECTION 1. Annual Dues. The annual dues for shareholders shall be established by the shareholders. The annual dues for other members shall be established by the board of directors.

SECTION 2. Charges. The board of directors shall establish rules of conduct and may establish charges for the use or storage of non-class boats and for the use of other club facilities.

SECTION 3. Non-payment. The board shall undertake to collect all monies owing to the club by any member, person or organization. The Board shall initiate proceedings to terminate the membership of any member who is delinquent in the payment of any fees, dues or charges for more than six months. Written notice of such delinquency shall be forwarded to the member by the club Treasurer. If there is no written response from the member after two such notices, the delinquent dues and/or fees will be deducted from the member's individual historical stock account until the balance of such account is zero. The delinquent member's stock certificate will then be canceled, and membership terminated. Any debt remaining may be referred to an outside agency for collection. Any property of the terminated member remaining on the club premises may be removed and stored at the risk and expense of the owner.

The Board may enter into agreements with members to repay any delinquent dues and/or fees over time. If such agreements do not include a continuing membership, it will be the responsibility of the departing member to remove any and all personal property from the club premises, and a date certain for removal of such property will be part of any repayment agreement. Failure to meet the agreed upon deadline for removing personal property from the club may result in such property being deemed abandoned property and any may be removed, sold or discarded as directed by the board of directors.

SECTION 4. Liens. The club shall have a lien against the shares owned by any member for the payment of obligations owing to the club by such member.

Bylaws (cont.)

SECTION 5. Issuance of Shares. Each new Voting Member shall purchase ten shares of corporate stock. The club shall issue said shares upon receipt of payment in full for all ten shares, or upon receipt of a promissory note in the amount of the established price for ten shares. No stock certificates will be issued. At the time of purchase or receipt of a promissory note for purchase, the club Treasurer shall issue a memorandum of Purchase to each Voting Member detailing their stock purchase. Annual dues notices shall reflect the current status of any active stock purchase account. Shares shall be non-assignable and transferable on the books of the club only.

SECTION 6. Redemption of Shares. Shares issued by the club shall be redeemed by the club upon termination of the voting member or inactive status of the certificate holder.

SECTION 7. Initiation Fees. Each shareholder of the club shall pay an initiation fee when purchasing corporate stock. The amount of the fee is non-refundable and shall be established by the board of directors.

SECTION 8. Payment. Upon request by a new shareholder, the purchase price for the shares and the initiation fee may be paid in 6 annual installments. The first installment in the sum of 20 percent of the total shall be paid annually therefore until the installment price of 120 percent has been paid.

ARTICLE VI. Officers

SECTION 1. Election of Officers. At each annual meeting, the shareholders shall elect officers to serve for the following year. Each officer of the club shall be a member of the board of directors and a shareholder of the club.

SECTION 2. Number. The officers of the club in declining order of authority shall be a President referred to as "Commodore", Vice Presidents referred to as, "Vice Commodore", "Rear Commodore" a Secretary and a Treasurer.

SECTION 3. Term of Office. Each officer shall take office immediately upon election and hold office for one year and thereafter until his or her successor is elected. The Treasurer shall not take office until a fiduciary bond has been provided in the amount established by the board of directors.

SECTION 4. Commodore. The Commodore shall preside at all meetings of the Voting Members and of the board of directors at which he is present. He shall be an ex officio member of all standing committees and shall have such other duties as may be granted by the board.

SECTION 5. Vice Commodore and Rear Commodore. In the absence of the Commodore, the Vice Commodore shall act on behalf of the club with all of the authority given to the Commodore. Thereafter, the Rear Commodore shall act on behalf of the club with all of the authority given to the Commodore.

SECTION 6. Secretary. The secretary shall keep the minutes of all corporate meetings on one or more books provided for that purpose and perform such other duties as may be assigned by the board.

SECTION 7. Treasurer. The treasurer shall be responsible for all funds and securities of the club; pay such bills as shall be approved by the board of directors or by the responsible officer or committee, receive and give receipts for monies payable to the club, deposit all monies in the name of the club in such depositories as may be designated by the board; submit an annual report to the shareholders and such other reports as may be requested by the board, and perform such other duties as may be assigned by the board.

ARTICLE VII. Committees

SECTION 1. Standing Committees. The board of directors may establish standing committees for the purpose of assisting club officers in the management of the business and affairs of the club. The committee shall choose its own chairperson who shall report the activities of the committee to the board of directors through the director responsible for that committee.

SECTION 2. Past Commodore's Committee. Each voting member of the club who has served as Commodore of the club shall be a member of the Past Commodore's Committee. The immediate past commodore shall be the chairperson. If the immediate past commodore is not able to serve, the most recent past commodore shall be the chairperson.

Bylaws (cont.)

The committee will be available to the board of directors as an advisory resource and for special assignments. It will name recipients of the Past Commodore's Trophy. The committee shall meet each year and nominate persons to serve as officers and directors of the club.

ARTICLE VIII. Indemnification

Indemnification. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the club, by reason of the fact that the person is or was a director, officer, employee, or non director volunteer, against expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the club or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful.

ARTICLE IX. Amendments

The power to adopt, amend or repeal these by-laws shall be vested in the shareholders only.

ARTICLE X. Financial Records Audit

The Board of Directors shall appoint two club members who are not board members to audit or review the financial records of the club at least three years out of every five years randomly. One of these people shall perform an internal audit or review of the financial records excluding the stock accounts and the other shall audit or review the stock accounts. The audits or reviews are to be performed after the close of the fiscal year (September 30) and a written report provided to the Board of Directors prior to that year's annual business meeting. The report shall be included in the treasurer's annual financial report.